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REDACTED - FOR PUBLIC INSPECTION

May 29, 2012

VIA ELECTRONIC FILING AND HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: WT Docket No. 12-4

Dear Ms. Dortch:

On behalf of T-Mobile USA, Inc. ("T-Mobile"), and pursuant to Section 1.1206 of the Commission's Rules, 47 C.F.R. § 1.1206, this is to provide two (2) copies of a redacted summary of an *ex parte* telephone call on May 24, 2012, in connection with WT Docket No. 12-4. The call was attended by Kathleen O'Brien Ham, Vice President, Federal Regulatory Affairs, Steve B. Sharkey, Director, Federal Regulatory Affairs and Chief, Engineering and Technology Policy, and Dave Mayo, Senior Vice President, Technology, of T-Mobile, and the undersigned (together, the "T-Mobile Participants"). The T-Mobile Participants talked with Paul LaFontaine, Joel Rabinovitz, Eric Ralph, Marius Schwartz, Joel Taubenblatt, and Peter Trachtenberg (together, the "FCC Participants"). The purpose of the call, which was held at the request of Commission Staff, was to respond to FCC Participants' questions in connection with the above-referenced docket.

The questions directed to T-Mobile by the FCC Participants pertained to Highly Confidential business information pertaining to T-Mobile's current network and strategic plans, including current contracts, costs, technology implementation and deployment plans and strategies, and facilities. The attached summary of the matters discussed on the call is therefore being submitted pursuant to the Second Protective Order dated January 17, 2012 (DA 12-51), and in particular

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paragraphs 1, 3, 4, and 8 of Appendix A of that Order.¹ In accordance with the Second Protective Order, all pages of this filing are marked “**REDACTED - FOR PUBLIC INSPECTION.**”

Should you have any questions concerning this matter, please do not hesitate to contact me.

Respectfully submitted,

/s/ Jean L. Kiddoo

Jean L. Kiddoo
Counsel to T-Mobile USA, Inc.

Attachment

cc (w/Att.):

Sandra Danner	Eric Ralph
Rick Kaplan	Jim Schlichting
Paul LaFontaine	Susan Singer
Paul Murray	Marius Schwartz
Tom Peters	Joel Taubenblatt
Joel Rabinovitz	Peter Trachtenberg

¹ *Applications of Cell co Partnership d/b/a Verizon Wireless, Cox TMI Wireless and SpectrumCo LLC for Consent to Assign Licenses*, WT Docket No. 12-4, Second Protective Order, DA 12-51 (rel. Jan. 17, 2012) (“Second Protective Order”).

T-MOBILE USA, INC. RESPONSES TO FCC STAFF QUESTIONS
May 24, 2012

1. T-MOBILE BACKHAUL ARRANGEMENTS.

RESPONSE: [BEGIN HIGHLY CONFIDENTIAL**]**

[REDACTED]

[END HIGHLY CONFIDENTIAL**]**

2. T-MOBILE RELIANCE ON CABLE COMPANIES FOR BACKHAUL.

RESPONSE: [BEGIN HIGHLY CONFIDENTIAL**]**

[REDACTED]

[END HIGHLY CONFIDENTIAL**]**

3. EFFECT OF CABLE COMPANY BACKHAUL ON BACKHAUL PRICES.

RESPONSE: [BEGIN HIGHLY CONFIDENTIAL**]**

[REDACTED]

[END HIGHLY CONFIDENTIAL**]**

4. T-MOBILE BACKHAUL COSTS PER SUBSCRIBER AND AS A PERCENTAGE OF TOTAL OPERATING COSTS.

RESPONSE: ****BEGIN HIGHLY CONFIDENTIAL****

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****END HIGHLY CONFIDENTIAL****

5. SMALL CELL TECHNOLOGIES.

RESPONSE: ****BEGIN HIGHLY CONFIDENTIAL****

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[**END HIGHLY CONFIDENTIAL**]

6. WI-FI AS A CAPACITY OFFLOAD.

RESPONSE: [**BEGIN HIGHLY CONFIDENTIAL**]

[**END

HIGHLY CONFIDENTIAL**]